

P95000007305

MERGING:

REALTY CAPITAL I, INC., a Florida corporation, #P94000005618

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

SENT BY:

1 30-93 13:59 GEIGER KASDIN HELLER DIV OF CORPORATIONS: 1/5

1/27/95

((H95000001161)))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

FROM: GEIGER, KASDIN, HELLER & KUPFERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131-3701-0000

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

((H95000001161)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: BARON CAPITAL IV, INC.  
FAX AUDIT NUMBER: H95000001161

DATE REQUESTED: 01/27/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 1

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 16:15:22

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076030000723

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1/27/95

((H95000001161)))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
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TALLAHASSEE, FL 32399  
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\* FDX \* 9600 E71 \* LOG CLOSED \* PRINT OFF \*

SENT BY:

1-30-95 : 13:59 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 2/ 8



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

January 30, 1995

BARON CAPITAL IV, INC.  
1150 CLEVELAND STREET STE. 420  
CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC.  
REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan  
Corporate Specialist

FAX Aud. #: H95000001161  
Letter Number: 295000003766

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SENT BY:

1 30 95 11:00 GEIGER KASDIN HELLER - DIV OF CORPORATIONS: # 3/ 5

STATE  
OPERATIONS

95 JAN 30 PM 3:47

PA# H95-1161

ARTICLES OF MERGER OF BARON CAPITAL IV, INC.  
a Florida corporation and  
REALTY CAPITAL I, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Realty Capital I, Inc., a Florida corporation Realty shall be merged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.

2. The merger shall become effective when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. Baron adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

4. Realty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Baron and Realty by their authorized officers as of January 27, 1995.

REALTY CAPITAL I, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

Keith J. Blum, Esq.  
Geiger, Kasdin, Heller & Kuperstein, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305)372-5000  
Facsimile: (305)372-0052  
Florida Bar #0879185

PA# H95-1161

j:\work\kjh\baron\baroncopi.art/p.1

PA#: H95-1161

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, (the "Agreement"), made this 27 day of January, 1995 by and between BARON CAPITAL IV, INC., a Florida corporation ("Baron") and REALTY CAPITAL I, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall cease and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").
2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
  - (a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and
  - (b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

j:\work\kjh\baron\baronopl.1

PA#: H95-1161

SENT BY:

1-30-95 . 14:01 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 5/ 5

PAT: 1194-1161

6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereunto duly authorized by their respective board of directors.

BARON CAPITAL IV, INC., a Florida corporation

By: 

GREGORY K. McGRATH, President

Attest: 

GREGORY K. McGRATH, Secretary

REALTY CAPITAL I, INC., a Florida corporation

By: 

GREGORY K. McGRATH, President

Attest: 

GREGORY K. McGRATH, Secretary

MERGING:

P95000007305

REALTY CAPITAL III, INC., a Florida corporation, #P94000005626

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

SENT BY

1 30 95 . 10:07 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 17 8

1/27/95

FLORIDA DIVISION OF CORPORATIONS 95 JUN 30 PM 12:59 4:24 PM  
PUBLIC ACCESS SYSTEM

((H95000001164)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

000000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

AX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000001164)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: DARON CAPITAL IV, INC.

FAX AUDIT NUMBER: H95000001164

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/27/1995

TIME REQUESTED: 16:24:35

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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((H95000001164)))

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4:24 PM

PUBLIC ACCESS SYSTEM

((H95000001164)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

000000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

AX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000001164)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: BARON CAPITAL IV, INC.

FAX AUDIT NUMBER: H95000001164

CURRENT STATUS: REQUESTED

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SENT BY:

1-30-95 : 10:09 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 5/ 5



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 30, 1995

BARON CAPITAL IV, INC.  
1150 CLEVELAND STREET STE. 420  
CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC.  
REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan  
Corporate Specialist

FAX Aud. #: H95000001164  
Letter Number: 795A00003767

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SENT BY

1 30 93 10:07 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 2/ 5

FILED

95 JAN 30 PM 12:59

FAP H95-1164

**ARTICLES OF MERGER OF BARON CAPITAL IV, INC.  
a Florida corporation and  
REALTY CAPITAL III, INC., a Florida corporation**

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Realty Capital III, Inc., a Florida corporation Realty shall be merged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.

2. The merger shall become effective when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. Baron adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

4. Realty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Baron and Realty by their authorized officers as of January 27, 1995.

REALTY CAPITAL III, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

Keith J. Blum, Esq.  
Geiger, Kasdin, Heller & Kuperstein, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305)372-5000  
Facsimile: (305)372-0052  
Florida Bar #0879185

FAP H95-1164

j:\work\kjb\baron\barocapi.art/p.1

FA#: H95-1164

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, (the "Agreement"), made this 27 day of January, 1995 by and between BARON CAPITAL IV, INC., a Florida corporation ("Baron") and REALTY CAPITAL III, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall cease and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

j:\work\kjb\baron\baron...pin

FA#: H95-1164

SENT BY:

1-30-85 : 10:08 : GEIGER KASDIN HELLER- DIV OF CORPORATIONS: # 4/ 5

FA#: H95-1164

6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereunto duly authorized by their respective board of directors.

BARON CAPITAL IV, INC., a Florida corporation

*Janett Lane*

By: *G. McGrath*  
GREGORY K. McGRATH, President

Attest: *G. McGrath*  
GREGORY K. McGRATH, Secretary

REALTY CAPITAL III, INC., a Florida corporation

*Janett Lane*

By: *G. McGrath*  
GREGORY K. McGRATH, President

Attest: *G. McGrath*  
GREGORY K. McGRATH, Secretary

P95000007305

MERGING:

REALTY CAPITAL II, INC., a Florida corporation, #P94000005624

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida  
32314

795A 35415

SENT BY:

1-30-95 10:09 GEIGER KASDIN HELLER DIV OF CORPORATIONS: 1 / 3

REC'D  
DIVISION

1/27/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

95 JAN 30 PM 12:59 4:17 PM

((H95000001162)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 3701-0000

CONTACT: BEVERLY O RIBDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

((H95000001162)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: BARON CAPITAL IV, INC.

FAX AUDIT NUMBER: H95000001162

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/27/1995

TIME REQUESTED: 16:17:23

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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4:17 PM

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,  
1428 BRICKELL AVE  
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MIAMI FL 33131- 3701-0000

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3701-0000

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SENT BY:

1-30-95 : 10:11 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: # 5/ 5



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 30, 1995

BARON CAPITAL IV, INC.  
1150 CLEVELAND STREET STE. 420  
CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC.  
REF: P95000007305

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Tawana McClellan  
Corporate Specialist

FAX Aud. #: H95000001162  
Letter Number: 495A00003767

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SENT BY:

1-30-93 10:10 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 2/ 5

STATE  
DIVISION

FA# H95-1162

95 JAN 30 PM 12:59

ARTICLES OF MERGER OF BARON CAPITAL IV, INC.  
a Florida corporation and  
REALTY CAPITAL II, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Realty Capital II, Inc., a Florida corporation Realty shall be merged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.

2. The merger shall become effective when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. Baron adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

4. Realty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Baron and Realty by their authorized officers as of January 27, 1995.

REALTY CAPITAL II, INC., a Florida corporation

By: 

GREGORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida corporation

By: 

GREGORY K. McGRATH, President

Keith J. Blum, Esq.  
Geiger, Kasdin, Heller & Kuperstein, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305)372-5000  
Facsimile: (305)372-0052  
Florida Bar #0879185

FA# H95-1162

j:\work\kjb\baron\barocapi.art/p.1



PA#: H95-1162

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, (the "Agreement"), made this 27 day of January, 1995 by and between BARON CAPITAL IV, INC., a Florida corporation ("Baron") and REALTY CAPITAL II, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall cease and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

SENT BY:

1-30-85 : 10:11 GEIGER KASDIN MELLER - DIV OF CORPORATIONS: # 4 / 5

PA#: H95-1162

6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereunto duly authorized by their respective board of directors.

BARON CAPITAL IV, INC., a Florida corporation

*Gregory K. McGrath*

By:

*Gregory K. McGrath*  
GREGORY K. McGRATH, President

Attest:

*Gregory K. McGrath*  
GREGORY K. McGRATH, Secretary

REALTY CAPITAL II, INC., a Florida corporation

*Gregory K. McGrath*

By:

*Gregory K. McGrath*  
GREGORY K. McGRATH, President

Attest:

*Gregory K. McGrath*  
GREGORY K. McGRATH, Secretary

SENT BY:

16445-001

P95000007305

GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. DIV OF CORPORATIONS: # 1 / 4

1/25/95

FLORIDA DIVISION OF CORPORATIONS

2:31 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

34-0000

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H95000001010)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARON CAPITAL IV, INC.

FAX AUDIT NUMBER: H95000001010

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/25/1995

TIME REQUESTED: 14:31:18

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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DIVISION OF CORPORATIONS

1/27/95  
78

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1-27-95 : 10:52 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 4

FA#: H95- 1010

**ARTICLES OF INCORPORATION OF  
BARON CAPITAL IV, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is BARON CAPITAL IV, INC.

**ARTICLE II  
DURATION**

This Corporation shall commence on January 25, 1995 and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1150 Cleveland Street, Suite 420, Clearwater, Florida 34615.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Raith J. Blum, Esq.  
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-6000  
Facsimile: (305) 372-0052  
Florida Bar Number: 0879185

FA#: H95- 1010

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1-27-93 : 10:52 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 4

FA#: H95- 1010

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1150 Cleveland Street, Suite 420, Clearwater, Florida 34615, and the name of the initial Registered Agent of this Corporation at that address is GREGORY K. MCGRATH.

**ARTICLE VII**  
**INCORPORATION**

The name and address of the person signing these Articles is:

<b>Name</b>	<b>Address</b>
GREGORY K. MCGRATH	1150 Cleveland Street Suite 420 Clearwater, Florida 34615

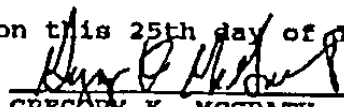
**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 1995.

  
\_\_\_\_\_  
GREGORY K. MCGRATH

FA#: H95- 1010

SENT BY:

1 27 95 . 10:53 GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 4 / 4

FAI: H95-1010

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARON CAPITAL IV, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GREGORY K.  
MCGRATH, LOCATED AT 1150 CLEVELAND STREET, SUITE 420, PINELLAS  
COUNTY, CLEARWATER, FLORIDA 34615, ITS REGISTERED AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

  
\_\_\_\_\_  
GREGORY K. MCGRATH

\_\_\_\_\_  
INCORPORATOR  
TITLE

\_\_\_\_\_  
JANUARY 25, 1995  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
GREGORY K. MCGRATH

J:\work\kjb\corp\baroniv.mot

FAI: H95-1010

P95000007305



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

REALTY CAPITAL IV, INC., a Florida corporation, P94000008708

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: March 6, 1995

Corporate Specialist: Linda Stitt

P9500000 7305

SENT BY:  
18775-001

3- 6-95 : 10:15 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 1/ 3

3/06/95

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,  
1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 731-

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY  
PHONE: (305) 372-5000  
FAX: (305) 372-0052

((H95000002532)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: BARON CAPITAL IV, INC.

FAX AUDIT NUMBER: H95000002532

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1995

TIME REQUESTED: 10:16:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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DEPARTMENT OF STATE  
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1428 BRICKELL AVE  
6TH FLOOR  
MIAMI FL 33131- 731-

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

65 JUN 1995



SENT BY:

3-6-95 : 12:44 : GEIGER KASDIN HELLER - DIV OF CORPORATIONS: # 6/ 0



FLORIDA DEPARTMENT OF STATE

Sandra B. Moetham  
Secretary of State

March 6, 1995

BARON CAPITAL IV, INC.  
1150 CLEVELAND STREET STE. 420  
CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC.  
REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Airtel #: H95000002532  
Letter Number: 395A00009832

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

SENT BY:  
SENT BY:

3-6-95 12:43 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 2/ 6  
3- 3 95 : 10:47 :GEIGER KASDIN HELLER

PA#: H95-2532

ARTICLES OF MERGER OF BARON CAPITAL IV, INC.

a Florida corporation and

REALTY CAPITAL IV, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. Realty Capital IV, Inc., a Florida corporation, ("Realty") shall be merged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.

2. The merger shall become effective when these articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").

3. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

4. Baron adopted the plan of merger on March 3, 1995 by the unanimous vote of its Shareholders and Board of Directors.

Keith J. Blum, Esq.  
Geiger, Kasdin, Heller & Kuperstein, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305)372-5000  
Facsimile: (305)372-0052  
Florida Bar #0879185

PA#: H95- 2532

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95 MAR -6 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3- 6-85 : 12:43 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 3/ 6  
3- 3-85 : 10:47 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS: 3/ 6

PA# 1195-2532

5. Realty adopted the plan of merger on March 3, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Baron and Realty by their authorized officers on of March 3, 1995.

REALTY CAPITAL IV, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida corporation

By:   
GREGORY K. McGRATH, President

- 2 -

PA# 1195- 2532

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SENT BY:

SENT BY:

FA#1 H95-2532

3 6 95 . 12:40 REIGER KASDIN HELLER - DIV OF CORPORATIONS: # 4/ 6  
3- 3-81 . 16:48 REIGER KASDIN HELLER

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, (the "Agreement"), made this 3 day of March, 1995 by and between BARON CAPITAL IV, INC., a Florida corporation ("Baron") and REALTY CAPITAL IV, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall cease and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and

(b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

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3-5-85 16:48 GEIGER KASDIN HILLER- 0054448028: # 7/ 7

PAGE: 095 2532

6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereof duly authorized by their respective board of directors.

BARON CAPITAL IV, INC., a Florida corporation

By: [Signature]  
GREGORY K. McGRATH, President

Attest: [Signature]  
GREGORY K. McGRATH, Secretary

REALTY CAPITAL IV, INC., a Florida corporation

By: [Signature]  
GREGORY K. McGRATH, President

Attest: [Signature]  
GREGORY K. McGRATH, Secretary